

RECORDATION NO. 21106 FILED

DEC 24 '97

10-45 AM

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Dec 24 10 43 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

December 24, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule No. 4 to Railcar Lease Agreement, dated as of December 24, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The First National Bank of Maryland  
25 South Charles Street  
Baltimore, Maryland 21201

Lessee: NorRail, Inc.  
308 12<sup>th</sup> Avenue South  
Buffalo, Minnesota

A description of the railroad equipment covered by the enclosed document is:

100 gondola railcars bearing reporting marks and road numbers:

CSXT 491130 through CSXT 491229

*Countersuit - JWA*

Mr. Vernon A. Williams  
December 24, 1997  
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg  
Enclosures

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**THE FIRST NATIONAL BANK OF MARYLAND**

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**MEMORANDUM OF SCHEDULE NO. 4 TO RAILCAR LEASE AGREEMENT**

**dated as of December 24, 1997**

**between**

**THE FIRST NATIONAL BANK OF MARYLAND,**

**as Lessor**

**and**

**NORRAIL, INC.**

**as Lessee**

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MEMORANDUM OF SCHEDULE NO. 4 TO MASTER RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE NO. 4 TO MASTER RAILCAR LEASE AGREEMENT is made and entered into as of December 24, 1997 by and between THE FIRST NATIONAL BANK OF MARYLAND, a national banking association ("Lessor"), and NORRAIL, INC., a Minnesota corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule No. 4 dated December 24, 1997 between Lessor and Lessee to the Master Railcar Lease Agreement dated as of September 30, 1997 between Lessor and Lessee (collectively, the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule No. 4.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule No. 4 to Railcar Lease Agreement to be executed as of the date first above written.

THE FIRST NATIONAL BANK OF MARYLAND,  
Lessor

By: 

Name: Richard M. Folio  
Title: Vice President

NORRAIL, INC., Lessee

By: 

Name:  
Title: George W. Calver  
Vice President & General Manager

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 27th day of December, 1997 before me appeared, Richard M. Folio, to me personally known, who being by me duly sworn, says that he is a Vice President of THE FIRST NATIONAL BANK OF MARYLAND, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on December 22, 1997 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Michele E. Sperato  
Notary Public

[Notarial Seal]

My commission expires: January 28, 2001

STATE OF VT, CITY OF Colchester, TO WIT:

On this 30th day of September, 1997 before me appeared, George Calver, to me personally known, who being by me duly sworn, says that he is a VP of of NorRail, Inc., a Minnesota corporation, that said instrument was signed and sealed on December 18 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lucretia Deunta  
Notary Public

[Notarial Seal]

My commission expires: 2/10/99

DESCRIPTION OF RAILCARS

One hundred (100) Trinity built, 110 ton, 286 GRL mill gondola railcars bearing the following reporting marks and numbers:

CSXT 491130 - 491229